

Documents for the Annual General Meeting in

**PETROSIBIR AB**

Tuesday May 24, 2016

*N.B: The English text is an in-house translation for information purposes only.*

## **Proposed agenda**

1. Opening of the meeting
2. Election of a chairman of the general meeting
3. Preparation and approval of the voting register
4. Election of one or two persons to attest the minutes
5. Determination of whether the general meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and auditor's report as well as consolidated financial statements and auditor's report for the group
8. Resolutions regarding
  - a) adoption of the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet
  - b) allocation of the Company's profits or losses in accordance with the adopted balance sheet
  - c) discharge from liability of the directors and CEO
9. Determination of the number of directors and auditor and alternate auditors
10. Determination of fees for the Board of Directors and the auditors
11. Information regarding appointments held in other companies by candidates for election to the Board of Directors, election of directors and auditor and alternate auditors
12. Resolution regarding guidelines for compensation to senior executives
13. Resolution regarding a Nomination Committee
14. Closure of the general meeting

## **Complete proposals**

### **Chairman of the annual general meeting (item 2)**

The Nomination Committee proposes that the lawyer Carl Westerberg be elected to chair the annual general meeting.

### **Allocation of the Company's earnings (item 8 b)**

The Board proposes that the result for the year be carried forward and that no dividend is paid for the financial year 2015.

### **Election of directors, Chairman of the Board, auditor and fees (items 9-11)**

The Nomination Committee proposes that the board should consist of three members. At the time of publishing of the documents for the AGM the Nomination Committee has not presented the proposal regarding election of directors, election of Chairman of the board or remuneration to the Board, but intends to present the proposal as soon as it becomes available. When the proposal is presented it will be published on the website [www.petrosibir.com](http://www.petrosibir.com) and also be put forward to the AGM

The Nomination Committee proposes that the company shall have one auditor and no alternate auditor. The Nomination Committee further proposes election of the authorized auditing firm KPMG. If KPMG is appointed the public authorized auditor Mats Kåvik will serve as the auditor in charge.

It is proposed that the auditors are paid in accordance with approved invoices.

### **Guidelines for compensation to senior executives (item 12)**

The Board proposes that the general meeting adopt guidelines for compensation to senior executives with essentially the same content as the guidelines adopted at the 2015 annual general meeting, entailing the following. Compensation to management shall be on market terms and competitive in order to enable the Company to retain qualified employees. The compensation level for the individual executive shall be based on factors such as position, expertise, experience and performance. In addition to fixed salary, it shall be possible for management to receive variable salary, pensions, other benefits as well as participate in incentive programs. The fixed salary, which shall be individual and differentiated based on the individual's responsibilities, experience and performance, shall be determined based on market principles. Variable salary shall be based on the Company's earnings growth, aimed at promoting the Company's long term value creation. The annual variable portion of salary may normally not exceed 30 per cent of fixed salary. Share- and share-price-related incentive programs are to be designed so that the vesting period or the period from the commencement of an agreement to the date for acquisition of shares is to be no less than three years. Other benefits shall correspond to what is deemed reasonable relative to practice on the market. The portions are intended to create a balanced compensation and benefits program which reflects the performance and responsibilities of the employees as well as the Company's earnings trend. The Board shall be entitled to deviate from these guidelines where special reasons exist in an individual case.

### **Resolution regarding Nomination Committee (item 13)**

The Nomination Committee proposes that the general meeting resolves on the following principles for election of a Nomination Committee with essentially the same content as the guidelines adopted at the 2015 annual general meeting: The Company shall have a Nomination Committee which shall consist of the Chairman of the Board and three other members, who shall each represent the three largest shareholders (by votes) of the Company, based on the share register maintained by Euroclear Sweden AB of registered shareholders (per group of owners) on 30 September 2016. A shareholder who is not registered in its own name in the aforementioned register and who wishes to be represented

on the Nomination Committee, shall notify the Chairman of the Board and shall provide evidence of the shareholding.

As soon as possible, after the end of the month of September, the Chairman of the Board shall contact the three largest shareholders (by votes) in accordance with the above, and request that they appoint one member each. If anyone of those shareholders refrains from using its rights to appoint a member, the right passes to the shareholder that after these shareholders has the largest shareholding. The names of the members of the Nomination Committee and the names of the shareholders, whom they represent, shall be made public not later than six months before the annual general meeting. The Nomination Committee elects its Chairman, the Chairman of the Board shall however not be Chairman of the Committee.

The Nomination Committee's duties shall be to prepare and present proposals to the shareholders at the 2017 annual general meeting regarding election of a chairman of the meeting, the Chairman of the Board, directors and, where appropriate, auditors, as well as fees to the Board of Directors and auditors. The appointment shall extend until such time as a new Nomination Committee is appointed. In the event that the shareholder, who the member represents, has materially reduced its holding in the Company, the member shall resign from the Nomination Committee and the Committee shall offer the largest shareholder, who is not represented on the Nomination Committee, the opportunity to appoint a new member. In the event a member for other reason resigns from the Nomination Committee before the Committee's work is completed, a new member shall be appointed according to the same principles. No fees shall be paid to the members of the Nomination Committee. However, where necessary the Company may be liable for reasonable costs for external consultants, which the Nomination Committee considers necessary for the performance of its duties.

### **Miscellaneous**

The Company currently has 29,773,862 shares registered with the Swedish Companies Registration Office (*Sw Bolagsverket*), of which 761,900 are shares of series A (10 votes/share) and 29,011,962 are shares of series B (1 vote/share). The number of voting rights amounts to 36,630,962.